

Chart Number One

VALIDATION ONLY

Proced 47891

Amari, G.T.
101 Brickell Ave, #2000
Miami, Fl. 33131
City State ZIP Phone
(305) 381-8811A.

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*****78.75 *****78.75

CORPORATION(S) NAME

Tepuy Capital management, Inc.

RECEIVED
00 MAY 15 AM 9:43
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Foreign | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| | | <input type="checkbox"/> Mail Out |

Name	
Availability	
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Examiner	
Updater	
Verifier	
Acknowledgment	
W.P. Verifier	

FILED
00 MAY 15 AM 11:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Empire Toll Free: 1-800-432-3028

**ARTICLES OF INCORPORATION
TEPUY CAPITAL MANAGEMENT, INC.**

FILED
00 MAY 15 AM 11:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby organizes and incorporates a corporation under the laws of the State of Florida.

ARTICLE I

(Name)

The name of the corporation is: TEPUY CAPITAL MANAGEMENT, INC.

ARTICLE II

(Nature of Business)

The principle business purpose of the corporation is to engage in any activity or business permitted under the laws of the United States or of this State.

ARTICLE III

(Capital Stock)

The maximum number of shares that this corporation is authorized to have outstanding at any one time is one hundred (100) shares of common stock having a nominal or par value of one dollar (\$1.00) per share.

ARTICLE IV

(Initial Stock)

The amount of capital with which this corporation will begin business in one hundred dollars (\$100).

ARTICLE V

(Beginning of Corporate Existence)

The date of corporate existence shall be the time of filing of these Articles of Incorporation with the Secretary of State.

ARTICLE VI

(Term of Existence)

The corporation is to exist perpetually.

ARTICLE VII

(Initial Principal Office)

The initial post office address of the principal office is: 801 Brickell Avenue, Miami, FL 33131.

ARTICLE VIII

(Directors)

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the stockholders, but there shall always be at least one (1) director.

To the extent permitted by law, the corporation shall indemnify and hold harmless each person serving as director or officer of the corporation, and each person who serves at the request of the corporation as a director or officer of any other corporation, from and against any and all claims and liabilities to which said person shall become subject by reason of his being a director or officer of the corporation, or by reason of any action alleged to have been taken or omitted by him as a director or officer. The corporation shall reimburse each such person for all costs, legal and other expenses reasonably incurred by him in connection with any claims or liability as to which it shall be adjudged that such officer or director is liable to the extent permitted by law.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything therein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein. No contract or other transaction between this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of such firm or corporation, provided that the fact that he is so interested shall be disclosed or shall have been known to the

Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors or the corporation which shall authorize any such contract or transaction, and may vote to authorize any such transaction, with the like force and effect as if he were not a director or officer of such other corporation or not so interested.

ARTICLE IX

(Incorporator)

Mr. Enrique Talamo
801 Brickell Avenue
Miami, Florida 33131

ARTICLE X

(The Initial Officers of the Corporation are as Follows)

Mr. Enrique Talamo
President and Secretary
801 Brickell Avenue
Miami, Florida 33131

ARTICLE XI

(Initial Subscriber)

The name and post office address of the subscriber to these Articles of Incorporation is Enrique Talamo, 801 Brickell Avenue, Miami, Florida 33131.

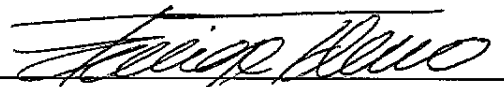
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

The name and address of the registered agent and office is:

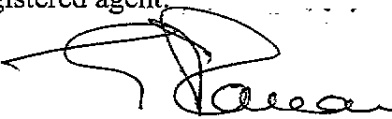
George T. Ramani
George T. Ramani & Associates
701 Brickell Avenue
Suite 2000
Miami, FL 33131

By:


Enrique Talamo
Date: May 4, 2000

ACKNOWLEDGMENT

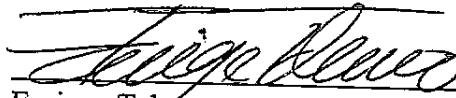
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with, and accept the obligations of my position as registered agent.


George T. Ramani
Date: May 4, 2000

ARTICLE XII

(Registered Office and Registered Agent)

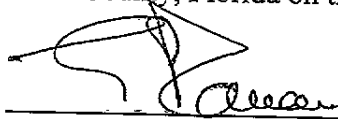
The Registered Agent and Registered Office of the Corporation shall be: George T. Ramani, George T. Ramani & Associates, 701 Brickell Avenue, Suite 2000, Miami, FL 33131.


Enrique Talamo

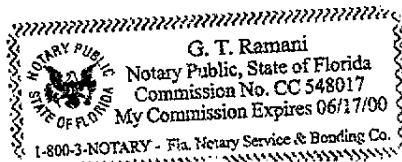
State of Florida)
)
Count of Miami Dade)

Before me, the undersigned authority, personally appeared, Enrique Talamo, who is known to be the person described herein and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me, according to the law that he made and subscribed the same for the uses and purpose therein mentioned and set forth.

IN WITNESS WHEREFORE, I have hereunto set my hand and official seal at Miami Dade County, Florida on this 4 day of May, 2000.



Notary Public
My commission expires:



FILED
00 MAY 15 AM 11:05
TALLAHASSEE FLORIDA
SECRETARY OF STATE